

24TH

ANNUAL REPORT
2016-17



SABOO SODIUM CHLORO LIMITED
L-5, B-II, KRISHNA MARG, C-SCHEME, JAIPUR-302001

Contents	Page No.
1 Corporate information	2
2 Notice	3
3 Board's Report	9
4 Management Discussion and Analysis Report	17
5 Report on Corporate Governance	26
6 Certificate by CEO/CFO	41
7 Report on Audit Committee	42
8 Report on Secretarial Audit	43
9 Independent Auditor's Report	47
10 Annexure to the Auditor's Report	50
11 Balance Sheet	55
12 Profit and Loss Account	56
13 Statement of Cash Flow	57
14 Accounting Policies and notes	58
15 Attendance Slip	75
16 Proxy Forms	76

SABOO SODIUM CHLORO LIMITED

ANNUAL REPORT (2016-17)

BOARD OF DIRECTORS

Shri Girdhar Saboo
Managing Director (Executive)

Shri Neeraj Kumar Agarwal
Director (Non-Executive)

Shri. Vishnu Prakash Gagrani
Chief Financial Officer (Executive)

Shri Bikash Kumar Lakhotia
Director (Non-Executive)

Shri Sanjay Sarna
Director (Non-Executive)

Ms. Anjali Kumawat
Company Secretary

Statutory Auditor

N. Kataria & Associates
Chartered Accountants
710, Paris Point
Collectorate Circle,
Bani Park, Jaipur-302017

Corporate Advisors

Naredi Vinod & Associates
Company Secretaries,
Plot No. 56, Rameshwar Dham,
Near Kedia Place, Murlipura,
Jaipur- 302013 Rajasthan

Registered Office

L-5, B-II, Krishna Marg,
C-Scheme, Jaipur-302001
(Rajasthan)

Bankers

State Bank of India
State Bank of Bikaner & Jaipur
HDFC Bank Limited
Indusind Bank

Registrar & Share Transfer Agent

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, New Delhi-62
Tel: 011 2996 1281/82
Fax: 011 2996 1284

Works

1. Village Govindi, Nawa City,
Nagour (Rajasthan)
2. Survey No. 416, Village
Moti Chirai, Taluka Bachau,
Ghandhidham (Gujarat)
3. Rajgarh, M.P

Important Communication to members

The ministry of Corporate Affairs has taken a “Green initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this Green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to registered their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in Physical form are requested to registered their e-mail addresses with the Company.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 24th Annual General Meeting of the members of Saboo Sodium Chloro Limited will be held on Wednesday, 27th September, 2017 at 1:00 PM at the registered office of the Company at Surya House, L-5, B-II, Krishna Marg, C-Scheme, Jaipur- 302001, Rajasthan to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2017, including the audited Balance Sheet as at 31st March 2017 and the Statement of Profit and Loss of the Company for the year ended on that date, along with the reports of the Board of Directors and Auditors thereon.
2. To appoint M/s Choudhary Gupta & Co., Chartered Accountants, in place of M/s N. Kataria & Associates, Chartered Accountants, the retiring Auditors of the Company, and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution is an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s Choudhary Gupta & Co., Chartered Accountants (Firm Registration No. 003165C), be appointed as statutory auditors of the Company, in place of retiring auditors M/s N. Kataria & Associates (ICAI Firm Registration Number: 014941C), Chartered Accountants, to hold office from the conclusion of this 24th Annual General Meeting (AGM) for a term of consecutive 5 years till the conclusion of the 29th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out of pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

By Order of the Board
Sd/-
Anjali Kumawat
Company Secretary

30th August, 2017
Jaipur

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

1. The register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2017 to 27th September, 2017 (both days inclusive).
2. Non-Resident Indian Shareholders are requested to inform M/s Beetal Financial & Computer Services (P) Ltd., the Registrar and Share Transfer Agent of the Company immediately about:
 - (a) The change in the Residential status on return to India for permanent settlement.
 - (b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
3. Members requiring information on the accounts are requested to write to the Company at least 7 (Seven) days before the date of the meeting to enable the Company to furnish the information.
4. Members are requested to:
 - I) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - II) Intimate the Registrar & Share Transfer Agent about any change in their Registered Addresses in respect of equity shares held in physical form.
 - III) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - IV) To address their grievances to the Company Secretary if any, at the Registered Office of the Company.
5. Members are requested to please bring their copies of Annual Report at the meeting.
6. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
7. Members are informed that in case of Joint holders attending the meeting, only the joint holder higher in the order of the names will be entitled to vote.
8. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
9. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
- 10. The instructions for members for voting electronically are as under:-**
 - A. The voting period begins on 24th Sept., 2017 at 10:00 A.M and ends on 26th Sept., 2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th Sept., 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - C. The shareholders should Log on to the e-voting website www.evotingindia.com
 - D. Click on "Shareholders" tab.
 - E. Now, select the "Saboo Sodium Chloro Limited" from the drop down menu and click on "SUBMIT"
 - F. Now Enter your User ID
 - G. For CDSL: 16 digits beneficiary ID,
 - H. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- I. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- J. Next enter the Image Verification as displayed and click on Login.
- K. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- L. If you are a first time user follow the steps given below:

PAN*	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digits sequence no in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details# OR Date of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mention in instruction (vi).</p>

- (a) After entering these details appropriately, click on “SUBMIT” tab.
- (b) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (c) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (d) Click on the EVSN (Electronic Voting Sequence Number) of “Saboo Sodium Chloro Limited “to vote.
- (e) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (f) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- (g) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (h) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (i) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (j) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.
- (k) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(l) Note for Non-Individual Shareholders & Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (m) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 11. The Company has appointed Mr. Vinod Naredi, Company Secretary in whole time practice as Scrutinizer, for conducting the process in a fair and transparent manner.
 - 12. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. September 20, 2017.
 - 13. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - 14. The Scrutinizer will submit his report addressed to the Board of Directors of the Company, Mr. Sanjay Sarna, the Chairman appointed by the Company in this regard or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of including e-voting in a fair and transparent manner. The results of the will be announced by the Chairman appointed by the Company in this regard or by the Person authorized in this behalf by the Chairman on the date of AGM September 27, 2017 at 1:00 P.M. at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company’s shares are listed.
 - 15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
 - 16. The investors may contact the Company Secretary for redressed of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: account@suryasalt.com
 - 17. Queries on account and operations may please be sent to the Company, 7 days in advance of the Annual General Meeting so that the answers may be made available at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:**Item no. 2:**

The Statutory Auditors, M/s N. Kataria & Associates (ICAI Firm Registration Number: 014941C) , Chartered Accountants, who have completed two consecutive terms of five years ad transitional period of 3 years provided in the second proviso of section 139 (2) of the Companies Act, 2013 and are due to retire at the forthcoming Annual General Meeting and are not eligible for re-appointment as per provisions of the section 139 (2) of the Companies Act, 2013, hence the Board of Directors and audit committee of the company, considered the matter and has recommended appointment of M/s Choudhary Gupta & Co., Chartered Accountants (ICAI Firm Registration Number: 003165C), as the Statutory Auditors in place of the retiring Auditors, M/s N. Kataria & Associates.

The Audit Committee has recommended to the Board of Directors, the appointment of M/s Choudhary Gupta & Co., Chartered Accountants, as the Statutory Auditors as their qualifications and experience have been found to be commensurate with the size and requirements of the Company. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received

The Directors recommend the Resolution for the approval of the Members. None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this Resolution.

Your Directors recommend the proposed resolution for your approval.

GENERAL INFORMATION OF THE COMPANY:

Nature of Industry	Salt Manufacturing Industry, FMCG
Year of Commencement of Commercial Production	1993
Financial Performance	Rs. 22,88,80,617
Export Performance	Rs. 10,73,461
Foreign Investment	Nil

OTHER INFORMATION:**1) Reasons for Inadequate Profits:**

The sale of Company's Food grade salt has declined during the year under purview hence company has incurred losses.

2) Steps taken or proposed to be taken for improvement:

The company has undertaken stringent cost actions. The management continuous to explore new avenues to increase revenue of the company through judicious investments in capabilities. Your company is planning to set up new salt refinery and to add more FMCG products so that it can increase its productivity and profit too.

3) Expected increase in productivity and profits:

ANNUAL REPORT 2016-17

The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that the financial position of the company will improve further in near future.

By Order of the Board

Sd/-

**Anjali Kumawat
Company Secretary**

**30th August, 2017
Jaipur**

BOARD'S REPORT

**TO,
THE MEMBERS,
SABOO SODIUM CHLORO LIMITED,**

The Directors have pleasure in presenting before you the 24th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

I. FINANCIAL PERFORMNACE

The financial results of the Company for the period under review as compared to the previous year are summarized below:

Particulars	Financial year ended 31st March, 2017	Financial year ended 31st March, 2016
Total Income	23,04,09,393	22,35,66,031
Profit before depreciation and taxation	2,20,26,819	2,54,75,248
Depreciation	1,80,75,547	2,18,78,855
Profit before tax	39,51,272	35,96,393
Taxation (including Deferred Taxation and Short/Excess Provision for Earlier year)	97,63,283	(59,05,743)
Profit /loss after Tax	(58,12,011)	95,18,941

Turnover, Profits & Future Prospects

The total income during the year under review is Rs. 23, 04,09,393/- as against Rs. 22,35,66,031/- in the previous year. During the year under purview company incurred loss of Rs. 58,12,011/- as against profit of Rs. 95,18,941/- in previous year. Although, there is an increase in company's turnover in comparison to the turnover of previous year. Now company is planning to start up hotel division alongwith salt division for increasing turnover and profit. Also, company is focusing upon increasing international sale of salt product.

